



**बामर लॉरी एण्ड कं. लिमिटेड**  
(भारत सरकार का एक उद्यम)  
**Balmer Lawrie & Co. Ltd.**  
(A Government of India Enterprise)

21, नेताजी सुभाष रोड, कोलकाता-700 001 (भारत)  
फोन : (91) (033) 2222-5612 / 5731  
ई-मेल : bhavsar.k@balmerlawrie.com

21, Netaji Subhas Road, Kolkata - 700 001 (INDIA)  
Phone : (91) (033) 2222 5612 / 5731  
E-mail : bhavsar.k@balmerlawrie.com  
सीआईएन/ CIN : L15492WB1924GOI004835

Date: 26<sup>th</sup> September, 2024

Ref: SECY/SE/AGM/2024

The Secretary,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai – 400051

The Secretary,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001

Company Code: **BALMLAWRIE**

Scrip Code: **523319**

Dear Sir(s)/Madam(s),

**Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) - Proceedings of the 107<sup>th</sup> Annual General Meeting of Balmer Lawrie & Co. Ltd. (the “Company”)**

In furtherance to our intimation dated 3<sup>rd</sup> September, 2024 and in terms of Regulation 30 of the Listing Regulations read with Para A of Part A of Schedule III thereof, please find enclosed the Summary of the Proceedings of the 107<sup>th</sup> Annual General Meeting of the Company held on Thursday, 26<sup>th</sup> September, 2024 through Two-way Video Conferencing at 12 Noon IST.

**For Balmer Lawrie & Co. Ltd.**

**Sonal Sharma**  
**Compliance Officer**

Enclosed: as above

**Proceedings of the 107<sup>th</sup> Annual General Meeting of Balmer Lawrie & Co. Ltd. held on Thursday, 26<sup>th</sup> September, 2024 at 12 Noon IST through Two-way Video Conferencing**

The **107<sup>th</sup> Annual General Meeting (“AGM”)** of the Members of Balmer Lawrie & Co. Ltd. (the “Company”) was convened and held through Two-way Video Conferencing on Thursday, 26<sup>th</sup> September, 2024 at 12 Noon IST.

The Company Secretary informed the Members that the 107<sup>th</sup> AGM of the Company was being held through Two-way Video Conferencing in compliance with the Circulars issued by the Ministry of Corporate Affairs (“MCA”) in this regard.

The Company Secretary further informed the Members that the facility to attend the 107<sup>th</sup> AGM through Video Conferencing had been provided by M/s. KFin Technologies Limited and the same may be accessed by the Members by following the instructions mentioned in the Notice of the 107<sup>th</sup> AGM.

**Shri Adhip Nath Palchaudhuri, Chairman & Managing Director and Director (Service Businesses) – (additional charge)** chaired the 107<sup>th</sup> AGM as per the provisions of the Articles of Association of the Company, the Companies Act, 2013 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India. He welcomed all the Directors and Shareholders at the 107<sup>th</sup> AGM of the Company, being held through Two-way Video Conferencing. The Company Secretary confirmed that the requisite quorum was present at the 107<sup>th</sup> AGM. The requisite quorum being present, the Chairman declared the 107<sup>th</sup> AGM open.

The Chairman informed the Members that the Statutory Registers as per the applicable provisions of the Companies Act, 2013 and any other document(s) referred to in the Notice of the 107<sup>th</sup> AGM along with the Explanatory Statement were available electronically for inspection by the Members and the same had continued to be open and accessible for inspection during the continuance of the 107<sup>th</sup> AGM.

Thereafter, the Chairman introduced the other Directors (which included the Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholder’s Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee) and the Company Secretary attending the 107<sup>th</sup> AGM of the Company from the Registered Office of the Company at Kolkata and remotely from other location(s) through Video Conferencing. The representatives of the Auditors were also present at the meeting.

The Chairman then addressed the Members of the Company. He briefed the Members about the financial performance of the Company for the Financial Year ended on 31<sup>st</sup> March, 2024, future outlook of the Company, the endeavours of the Company for compliance with the Corporate Governance requirements and Corporate Social Responsibility initiatives taken by the Company.

Thereafter, the Chairman placed before the Meeting, the 8 (eight) resolutions as set out in the Notice of the 107<sup>th</sup> AGM for the Members' approval.

The Chairman informed the Members that as per the statutory provisions, the Company had offered e-voting facility including remote e-voting to its Members. The remote e-voting had commenced on Monday, 23<sup>rd</sup> September, 2024 at 09:00 A.M. and concluded on Wednesday, 25<sup>th</sup> September, 2024 at 05:00 P.M.

The Chairman further informed the Members that as per the statutory provisions, the remote e-voting had already been carried out with respect to the items of business numbered (1) to (8) as stated in the Notice of 107<sup>th</sup> AGM. He further stated that the Members who had not cast their vote through remote e-voting and were present at the 107<sup>th</sup> AGM through VC had also been provided with the facility of e-voting system. He further mentioned that the Members who had cast their vote by remote e-voting prior to the 107<sup>th</sup> AGM were entitled to attend the 107<sup>th</sup> AGM only but shall not be entitled to cast their vote again during the 107<sup>th</sup> AGM.

The Chairman informed that the Board of Directors of the Company had appointed Shri Navin Kothari, Proprietor of M/s. N. K & Associates, Company Secretaries (Membership No. FCS 5935 and Certificate of Practice no. 3725), Company Secretary in Whole-time Practice as Scrutinizer for scrutiny of the votes cast through the remote e-voting facility and e-voting facility provided during the 107<sup>th</sup> AGM, in a fair and transparent manner and that he would submit the Consolidated Scrutinizer's Report within the stipulated time. Thereafter, the Chairman informed that the Results of the e-voting shall be notified to the Stock Exchanges, where the Equity Shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited and will also be uploaded on the website of the Company and on the website of M/s. KFin Technologies Limited, (the agency providing e-voting facility) within 2 working days from the conclusion of the 107<sup>th</sup> AGM.

The Chairman then invited the Members who had registered themselves as speakers to raise any of their queries or issues arising out of the Annual Report of the Company for the Financial Year 2023-2024. Necessary clarifications/responses were given by the Chairman with respect to the queries, observations and clarifications sought by the Members who had registered themselves as speaker.

The following items of Ordinary and Special Businesses as set out in the Notice of the 107<sup>th</sup> AGM were proposed for the consideration of the Members:

## **ORDINARY BUSINESS**

*(as Ordinary Resolutions):*

1. To consider and adopt the Audited Financial Statements of the Company (both Standalone and Consolidated) for the Financial Year ended on 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon and other Statements attached thereto along with the Comments of Comptroller and Auditor General of India thereon.
2. To declare dividend for the Financial Year ended on 31<sup>st</sup> March, 2024.
3. To appoint a Director in place of Shri Raja Mani Uthayaraja (DIN: 09678056), a Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix the remuneration of the Statutory Auditors of the Company (including Branch Auditors) for the Financial Year 2024-25.

## **SPECIAL BUSINESS**

*(as Ordinary Resolutions)*

5. Entrustment of additional charge of the post of Chairman and Managing Director of the Company upon Shri Adhip Nath Palchaudhuri (DIN: 08695322).
6. Appointment of Shri Adhip Nath Palchaudhuri (DIN: 08695322) as Chairman and Managing Director of the Company and fixation of terms of appointment.
7. Appointment of Shri Mrityunjay Jha (DIN: 08483795) as Government Nominee Director of the Company and fixation of terms of his appointment.
8. Ratification of Remuneration of Cost Auditor for the Financial Year 2024-25.

The Chairman thereafter concluded the discussions on the resolutions as set out in the Notice of the 107<sup>th</sup> AGM and thanked all the Members for their participation at the 107<sup>th</sup> AGM.

The 107<sup>th</sup> AGM was concluded with vote of thanks to the Chair.

It is hereby confirmed that the 107<sup>th</sup> AGM was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the Rules notified thereunder, the MCA Circular, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI). The 107<sup>th</sup> AGM concluded at 01:43 p.m.